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Proposed Co-Counsel to the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

PENN VIRGINIA CORPORATION,

Debtor.

Tax I.D. No. 23-1184320

In re:

PENN VIRGINIA HOLDING CORP.,

Debtor.

Tax I.D. No. 51-0387384

In re:

PENN VIRGINIA MC CORPORATION,

Debtor.

Tax I.D. No. 02-0650458

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Chapter 11

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Case No. 16-32395 (KLP)

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Chapter 11

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Case No. 16-32396 (KLP)

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Chapter 11

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Case No. 16-32397 (KLP)

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In re:)	Chapter 11
)	
PENN VIRGINIA MC ENERGY L.L.C.,)	Case No. 16-32398 (KLP)
)	
Debtor.)	
)	
Tax I.D. No. 02-0650462)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA MC OPERATING	)	Case No. 16-32399 (KLP)
COMPANY L.L.C.,)	
)	
Debtor.)	
)	
Tax I.D. No. 02-0650466)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA OIL & GAS	)	Case No. 16-32400 (KLP)
CORPORATION,)	
)	
Debtor.)	
)	
Tax I.D. No. 54-1617929)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA OIL & GAS GP LLC,	)	Case No. 16-32401 (KLP)
)	
Debtor.)	
)	
Tax I.D. No. 74-3023686)	
)	
In re:	)	Chapter 11
)	
PENN VIRGINIA OIL & GAS LP LLC,	)	Case No. 16-32402 (KLP)
)	
Debtor.)	
)	
Tax I.D. No. 20-2768109)	

In re:)	
	)	Chapter 11
PENN VIRGINIA OIL & GAS, L.P.,)	
	)	Case No. 16-32403 (KLP)
Debtor.)	
)	
Tax I.D. No. 76-0389487)	

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): (a) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only; and (b) granting related relief, including the ability to add later filed cases to these chapter 11 cases, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 16-32395 (KLP).
3. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
	)	Chapter 11
PENN VIRGINIA CORPORATION, <i>et al.</i> , ¹	)	Case No. 16-32395 (KLP)
)	
Debtors.	)	Jointly Administered
)	

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.
5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Penn Virginia Corporation to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Eastern District of Virginia directing joint administration for procedural purposes only of the chapter 11 cases of: Penn Virginia Corporation,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Penn Virginia Corporation (4320); Penn Virginia Holding Corp. (7384); Penn Virginia MC Corporation (0458); Penn Virginia MC Energy L.L.C. (0462); Penn Virginia MC Operating Company L.L.C. (0466); Penn Virginia Oil & Gas Corporation (7929); Penn Virginia Oil & Gas GP LLC (3686); Penn Virginia Oil & Gas LP LLC (8109); Penn Virginia Oil & Gas, L.P. (9487). The location of the Debtors' service address is: Four Radnor Corporate Center, Suite 200, 100 Matsonford Road, Radnor, Pennsylvania 19087.

Case No. 16-32395; Penn Virginia Holding Corp., Case No. 16-32396; Penn Virginia MC Corporation, Case No. 16-32397; Penn Virginia MC Energy L.L.C., Case No. 16-32398; Penn Virginia MC Operating Company L.L.C., Case No. 16-32399; Penn Virginia Oil & Gas Corporation, Case No. 16-32400; Penn Virginia Oil & Gas GP LLC, Case No. 16-32401; Penn Virginia Oil & Gas LP LLC, Case No. 16-32402; and Penn Virginia Oil & Gas, L.P., Case No. 16-32403. The docket in Case No. 16-32395 should be consulted for all matters affecting this case.

6. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Eastern District of Virginia shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

7. The Debtors are authorized to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements of the United States Trustee for Chapter 11 Debtors in Possession and Chapter 11 Trustees*, issued by the Office of the United States Trustee for the Eastern District of Virginia, on a consolidated basis, but the Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an Order substantively consolidating their respective cases.

9. Nothing contained in the Motion or this Order shall be deemed or construed as precluding the Debtors from causing any of their non-Debtor, wholly owned subsidiaries from commencing voluntary cases under the Bankruptcy Code.

10. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is waived.

11. Notice of the Motion as provided therein is good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and the Local Bankruptcy Rules are satisfied by such notice.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

13. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

May 13 2016

/s/ Keith L. Phillips

Richmond, Virginia

UNITED STATES BANKRUPTCY JUDGE

Entered on Docket: May 13 2016

WE ASK FOR THIS:

/s/ Michael A. Condyles

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Proposed Co-Counsel to the Debtors

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Michael A. Condyles